

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 18-23538 (RDD)
(Jointly Administered)

Re: Docket Index 9037

**ORDER GRANTING FIFTH QUARTERLY REPORT OF ASK LLP AS SPECIAL
AVOIDANCE COUNSEL FOR THE DEBTORS FOR THE
PERIOD JULY 1, 2020 THROUGH SEPTEMBER 30, 2020**

ASK LLP, Counsel for Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession herein, having filed its Fifth Quarterly Report for the Period of July 1, 2020 through September 30, 2020 as Special Avoidance Counsel (the “Fifth Application”), dated October 23, 2020;² and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b), (b) notice of the Fifth Application and the opportunity for a hearing thereon, was due and sufficient, and (c), based on the Certificate of No Objection, dated November 24, 2020, there being no objections to the Fifth

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

² Capitalized terms shall have the same meaning ascribed to them in the Third Application.

Application; and not additional notice or a hearing being required; and, after due deliberation, the Court having determined that the Fifth Application is consistent with the terms of ASK LLP's retention and all other applicable orders in these cases; and good and sufficient cause appearing, it is hereby ORDERED THAT:

1. The request for approval of the Fifth Quarterly Report is GRANTED to the extent set forth in Schedule A and Schedule B hereto.

2. ASK LLP is allowed compensation in the amount of \$624,527.56 for professional services rendered on a contingency fee basis and \$58,085.71 for actual and necessary costs and expenses for a total of \$682,613.27 for the Fifth Fee Period of July 1, 2020 through September 30, 2020.

3. Such sums are authorized for payment from the applicable litigation proceeds, less any amounts previously paid to ASK LLP on account of the amounts set forth in the Fifth Quarterly Report.

Dated: November 30, 2020
White Plains, New York

/s/ Robert D. Drain

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Case No.: 18-23538 (RDD)

Schedule A

Case Name: In re Sears Holdings Corporation, *et al.*

CURRENT FEE PERIOD

(1) Applicant	(2) Quarterly Report Date and Docket No.	(3) Fee Period	(4) Fees Requested	(5) Fees Allowed	(6) Fees to be Paid Under Order	(7) Expenses Requested	(8) Expenses Allowed	(9) Expenses to be Paid Under Order
ASK LLP, Special Avoidance Counsel for the Debtors	10/23/2020 Docket No. ____	7/1/2020- 9/30/2020	\$624,527.56	\$624,527.56	\$624,527.56	\$58,085.71	\$58,085.71	\$58,085.71

Date Order Signed: 11/30/2020

Initials: RDD USBJ

Case No.: 18-23538 (RDD)

Schedule B

Case Name: In re Sears Holdings Corporation, *et al.*

QUARTERLY REPORT TOTALS

(1) Applicant	(2) Total Fees Requested	(3) Total Fees Paid	(4) Total Expenses Requested	(5) Total Expenses Paid¹
ASK LLP, Special Avoidance Counsel for the Debtors	\$1,783,150.61	\$1,783,150.61	\$445,552.95	\$445,552.95

Date Order Signed: 11/30/2020

Initials: RDD USBJ

¹ In accordance with the terms of the Order (the “Order”) signed on June 26, 2019, Authorizing the Employment and Retention of ASK LLP As Special Avoidance Action Counsel to Debtors *Nunc Pro Tunc* to April 1, 2019 [Docket No. 4373], ASK LLP received payment on account of its fees, in accordance with the Contingency Fee Schedule (as defined in the Order), and its Expenses (as defined in the Order) from proceeds recovered in connection with the avoidance actions as provided in the Engagement Letter (as defined in the Order).